

Conflict Resolution Agreement

Deleted: Negotiated Channel
Arrangement
For Channel 21

In accordance with the Federal Communications Commission's ("FCC") Rules and Regulations and procedures for Digital Channel Election First Round Conflict Decisions for Television Broadcast Stations as set out in the Report and Order In the Matter of Second Periodic Review of the Commission's Rules and Policies Affecting the Conversion to Digital Television, MB Docket No. 03-15, adopted August 4, 2004, released September 7, 2004, **Fox Television Stations, Inc.**, 5151 Wisconsin Avenue, NW, Washington, DC 20016 ("Fox"), licensee of television station WFTC ("WFTC"), Facility ID No. 11913, (NTSC channel 29, elected DTV channel 29), Minneapolis, Minnesota, and **South Dakota Television Licensee Sub LLC**, 405 Park Avenue, Suite 702, New York, NY, licensee of television station KSFY-TV ("KSFY"), Facility ID No. 48658, (NTSC channel 13, elected DTV channel 13), Sioux Falls, South Dakota hereby enter into the following Conflict Resolution Agreement ("Agreement") with regard to interference that the FCC predicted each facility will cause to the other after the digital transition. See letter from Clay Pendarvis, Associate Chief, Video Division, Media Bureau, dated June 7, 2005.

Whereas KSFY-DT has elected to return to its NTSC channel, 13, after the DTV transition, the 0.4% interference predicted in the above-referenced letter will not occur, should WFTC-DT be permitted to return to its NTSC channel, 29, after the DTV transition.

This Agreement is contingent on KSFY-DT's being permitted to return to its NTSC channel, 13, after the DTV transition and upon the approval of the Federal Communications Commission.

This Agreement represents the full and complete understanding of the parties with respect to its subject matter as of the date of its execution by both parties and cannot be modified except in a subsequent writing executed by both parties.

This Agreement may be executed in counterparts with the same effect as if the signature of each counterpart were upon the same instrument.

Fox Television Stations, Inc.

By: Molly Pauker
Molly Pauker
Its: Vice President
Date: 8/9/05

South Dakota Television Licensee Sub LLC

By: Kelly Manning
Its: General Manager
Date: 8/1/05

RECEIVED
8-8-2005